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M^cCRORY
CORPORATION

Annual Report

1960

M^cCRORY CORPORATION

Annual Report TO STOCKHOLDERS

FOR THE YEAR ENDED DECEMBER 31, *1960*

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BOARD OF DIRECTORS

CARL V. BRANDEBURY	BERNARD KOBROVSKY	ALFRED T. MANACHER	DAVID R. SCHOALES
B. GERALD CANTOR	HAROLD M. LANE	EDWARD L. MARKS	*LEONARD SPANGENBERG
PATRICK J. CLIFFORD	HAROLD M. LANE, JR.	DONALD L. MILLER	MELVIN UNTERMAN
*ROY F. COPPEDGE	*LEONARD C. LANE	CHARLES C. RENSHAW	*HARRY H. WACHTEL
MILTON HELLER	*WILLIAM L. LESS	*MESHULAM RIKLIS	*JACOB S. WEINSTEIN
N. BAXTER JACKSON	*JAMES LUTZ	JULIUS SANDITEN	

*Executive Committee

OFFICERS

MESHULAM RIKLIS	Chairman of Board of Directors
JAMES LUTZ	President
HARRY H. WACHTEL	Vice Chairman of Board of Directors, Executive Vice President
LEONARD SPANGENBERG	Chairman of Executive Committee
ROY F. COPPEDGE	Chairman of the McCrory-McLellan Stores Division
J. NEAL DOW	Senior Vice President
HERBERT D. SILVER	Financial Vice President & Treasurer
M. O. HILL	Vice President & President of McCrory-McLellan Stores Division
EDWARD L. MARKS	Vice President & President of National Shirt Shops Division
JULIUS SANDITEN	Vice President & President of Oklahoma Tire & Supply Division
GEORGE A. GREENBERG	Vice President
T. C. LAWRENCE	Secretary

COMMITTEE CHAIRMEN

LEONARD SPANGENBERG	Chairman of Executive Committee
WILLIAM L. LESS	Chairman of Finance Committee
JACOB S. WEINSTEIN	Chairman of Acquisition Committee
CHARLES C. RENSHAW	Chairman of Committee on Salary and Compensation

AUDITORS Arthur Andersen & Co., New York, N. Y.

GENERAL COUNSEL Wachtel & Michaelson, New York, N. Y.

TRANSFER AGENTS

Common Stock	{ Chemical Bank New York Trust Co. and First National Bank of Chicago
5½% Preference B Stock	
3½% Preferred Stock	{ Morgan Guaranty Trust Co. of New York and First National Bank of Chicago
\$6 Preference Stock	

REGISTRARS

Common Stock	{ Morgan Guaranty Trust Co. of New York and Continental Illinois National Bank and Trust Co. of Chicago
5½% Preference B Stock	
3½% Preferred Stock	{ Chemical Bank New York Trust Co. and Continental Illinois National Bank and Trust Co. of Chicago
\$6 Preference Stock	

EXECUTIVE OFFICES 711 Fifth Avenue, New York 22, N. Y.

OPERATING EXECUTIVE COMMITTEE

JAMES LUTZ, *Chairman*
R. F. COPPEDGE, *Vice Chairman*

J. NEAL DOW
M. O. HILL

EDWARD L. MARKS
M. RIKLIS

JULIUS SANDITEN
HERBERT D. SILVER

LEONARD SPANGENBERG
HARRY H. WACHTEL

Divisions

MCCRORY-McLELLAN STORES DIVISION

EXECUTIVE BOARD

R. F. COPPEDGE, *Chairman*
LEONARD SPANGENBERG, *Vice Chairman*

J. NEAL DOW
M. O. HILL

JAMES LUTZ
EDWARD L. MARKS
M. RIKLIS

JULIUS SANDITEN
HARRY H. WACHTEL

OFFICERS

R. F. COPPEDGE *Chairman of Executive Board*
M. O. HILL *President*
L. C. SHOCKLEY *Senior Vice President*
T. C. LAWRENCE *Financial Vice President & Treasurer*
E. C. WEYBURN *Vice President*
C. F. CARTER, JR. *Vice President*
BERNARD ORINGER *Vice President*
J. F. KING *Vice President*
C. R. PURDON *Comptroller*

DIVISION OFFICE: 31-39 West 34th Street, New York, N. Y.

WAREHOUSES

New York, N. Y. • Brooklyn, N. Y. • Huntington, Pa. • Chicago, Ill. • Oklahoma City, Okla.

NATIONAL SHIRT SHOPS DIVISION

EXECUTIVE BOARD

H. S. APTER
RAYMOND S. HARRIS

JAMES LUTZ
EDWARD L. MARKS

M. RIKLIS
HARRY SCHNEIDER

HERBERT D. SILVER
F. J. TYRRELL

HARRY H. WACHTEL

OFFICERS

EDWARD L. MARKS *President*
H. S. APTER *Financial Vice President & Treasurer*
PHILLIP BLUME *Vice President in Charge of Merchandising*
F. J. TYRRELL *Secretary*

DIVISION OFFICE: 19 West 34th Street, New York, N. Y.

OKLAHOMA TIRE & SUPPLY DIVISION

EXECUTIVE BOARD AND OFFICERS

MAURICE SANDITEN *Chairman*
JULIUS SANDITEN *President*
ELY G. SANDITEN *Senior Vice President*
ABE BRAND *Vice President*
SAMUEL H. MINSKY *Secretary*
HERMAN SANDITEN *Treasurer*

DIVISION OFFICE: 6901 East Pine Street, Tulsa, Okla.

WAREHOUSES

Tulsa, Okla. • Little Rock, Ark.

To Our Stockholders:

McCrory Corporation has existed officially only since July 16, 1960. The company was created through a merger of McCrory-McLellan Stores Corp., United Stores Corp. and B.T.L. Corp. McCrory-McLellan Stores was a variety chain operating 445 retail stores in 36 states and the District of Columbia. United Stores owned approximately 39 per cent of the stock of McCrory-McLellan plus Cassels United Stores (an 18-store variety chain in the Southeast). B.T.L. Corp. contributed substantial cash equity, a cadre of experienced executives and a blueprint for the expansion of McCrory into a diversified retail merchandising and distributing organization.

The brief period since the merger has seen the transformation of this blueprint into the first stages of reality. This was accomplished through the acquisition of a series of key retail organizations along with the addition to our executive team of men with top echelon experience in retail management. With this combined nucleus of management ability and organizational range, we are moving rapidly toward the creation of a diversified retail merchandising entity operating with the most modern and efficient techniques of distribution.

Some of the events that have effected this transformation of McCrory since July 16 are described briefly below:

On October 1, 1960, the company acquired Oklahoma Tire & Supply Co. (Otasco), a chain of 88 owned auto accessory stores and 174 franchised stores located in Oklahoma, Missouri, Arkansas, Louisiana and Kansas. Otasco, in 1959, had recorded sales in excess of \$35 million and net earnings after taxes of close to \$2 million.

On December 20, 1960, the stockholders of McCrory and National Shirt Shops approved a merger of these two companies. National Shirt Shops, with 147 men's furnishings outlets from coast to coast, recorded sales of approximately \$23 million and net earnings after taxes of approximately \$725,000 for the fiscal year ended August 31, 1960.

In addition, McCrory Corp. added substantially to its holdings in H. L. Green Company, Inc., until by late autumn of 1960 it had acquired majority ownership of this variety store chain. On March 10, 1961, the directors of McCrory and H. L. Green approved in principle a merger of Green into McCrory. Upon completion of the merger agreement, special meetings of the stockholders of both companies will be called for the purpose of considering and approving the proposed merger, full details of which will be furnished in a proxy statement. For your information, we are sending you the Annual Report of H. L. Green Co. for the fiscal year 1960.

On March 7, 1961, McCrory purchased 197,670 of the 1,242,300 common shares outstanding of Lerner Stores Corporation, a women's and children's apparel chain. Of these shares, 87,670 were acquired from Harold M. Lane, president and chief executive officer of Lerner Stores, and members of his family, in exchange for McCrory notes and warrants. The long-term notes are payable within 15 years and bear interest at the rate of 5½ per cent annually. They have been issued at the rate of \$40 principal amount for each share of Lerner common stock. For each share of Lerner common stock, warrants have been issued permitting the purchase of 1½ shares of McCrory common stock at \$20 per share for a period of 15 years. McCrory purchased an additional 110,000 shares of Lerner common stock from Burlington Industries, Inc., for approximately \$33 per share in cash. Under the purchase contracts, your company agreed to offer present Lerner common shareholders similar terms of sale—either on the basis of \$33 cash per share or of subordinated debentures and warrants after proper registration.

Lerner currently operates 304 stores in 44 states in the United States and is planning to open 16 additional stores in the current year. With one exception, all 16 will be located in major shopping centers; the one exception is a downtown store in San Juan, Puerto Rico, the company's second store in Puerto Rico. The Lerner Stores sales were \$188,987,988 for the year ended January 31, 1960, and earnings after taxes were \$3,368,951.

Concurrent with its expansion program, your company has been pursuing a long-range policy of internal growth and improvements highlighted by the opening of new stores, the introduction of new merchandising techniques and an increase in general operating efficiency. Most significant, in our view, has been the addition of a group of aggressive, experienced merchandising executives to the McCrory team.

In September, 1960, James Lutz, formerly with Sears, Roebuck & Co., joined our company and was elected president of McCrory Corp. on October 10, 1960. He was joined by a number of other able executives, including J. Neal Dow, formerly president of Vanity Fair Mills and Laros, Inc., who was elected senior vice president and assistant to the president.

The appointments of Messrs. Lutz and Dow to top executive posts at McCrory were accompanied by a series of appointments and promotions commensurate with the requirements of the company's expansion program. An initial step in this direction involved the realignment of executive responsibility in the McCrory-McLellan Stores Division. R. F. Coppedge continued in his post as division chairman, while M. O. Hill moved up from executive vice president to succeed Floyd M. Paul upon the latter's retirement as president. Mr. Paul, recognized as one of the most creative minds in merchandising, was responsible for McCrory's development of self-service.

The development of merchandising techniques in the McCrory-McLellan division was enhanced by the promotion of Loren C. Shockley from vice president in charge of

merchandising to senior vice president and general merchandising manager. Creed F. Carter, Jr., was elevated from general superintendent to fill the important new position of vice president in charge of the New Stores Division.

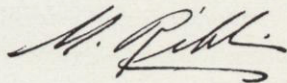
Julius Sanditen, formerly executive vice president of Oklahoma Tire & Supply Co., was appointed president of the division and elected a vice president and director of McCrory Corp. Edward L. Marks, who continued as president of National Shirt Shops, was also elected a vice president and director of McCrory.

As an incentive to people of outstanding ability, your company, with the approval of its stockholders, established restricted stock option plans for officers and executives, and stock purchase plans for key employees of all divisions. Approximately 80 officers and executives of all divisions of McCrory Corp. have been granted options permitting the purchase of common stock at 95 per cent of the New York Stock Exchange quotation at the time options are granted. The executives are limited in the exercise of these options to a fixed amount of stock per year. Most of the company's plans allow for the purchase of no more than 20 per cent of the shares at yearly intervals.

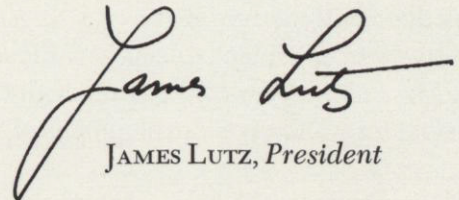
For key employees of McCrory-McLellan Stores, National Shirt Shops and Oklahoma Tire & Supply, your company adopted Employees Stock Purchase Plans providing for the sale of 115,000 shares of McCrory common stock. These key employees include employees on the supervisory level ineligible for stock options, such as department managers and heads, store managers and assistant managers. Stock purchases under these plans are payable over a period of four years through salary deductions and permit the purchase of stock at 85 per cent of the New York Stock Exchange quotation at the time the options are granted. No employee of McCrory Corp. receiving restricted stock options may participate in these stock purchase plans.

The net effect of all these developments has been to make McCrory Corp. a leading factor in the variety chain field, with a strong position in such other retail merchandising areas as auto accessories, men's furnishings and women's and children's wear. Our objective for 1961 is to continue to develop your company into a rounded retail organization with ever-increasing profit yields by utilizing the most efficient techniques of business management.

Respectfully submitted,



M. RIKLIS, *Chairman of the Board*



JAMES LUTZ, *President*

March 29, 1961

The statement of consolidated net income of the McCrory Corporation for the year ended December 31, 1960, indicates total sales of \$232,037,405.

Consolidated net income after taxes was \$3,886,032 before special items, and \$19,126,649 after special items. Earnings per common share after payment of dividends on preferred and preference stock were slightly in excess of 58 cents per share before special items of \$2.92 per share.

Dividends paid on common shares totaled \$3,693,396 and on preferred and preference shares, \$849,979.

The statement of consolidated net income was prepared in accordance with sound accounting principles as approved by our independent public accountants, Arthur Andersen & Co.

In that connection, therefore, sales and earnings of the Oklahoma Tire & Supply Company, now a division of McCrory, are excluded during that portion of the year prior to acquisition by McCrory. Sales and earnings of H. L. Green Company, Inc., are excluded during that portion of the year prior to acquisition of majority ownership by McCrory. Sales and earnings of National Shirt Shops are reflected for the fiscal year ended August 31, 1960, based on the "pooling of interests" method of accounting.

For information purposes only, we have made a statistical compilation indicating that the combined sales volume of the McCrory-McLellan Stores, H. L. Green Co., Inc., Otasco and National Shirt Shops (each on a twelve-month basis) aggregated approximately \$350,000,000.

The net investment in stores and other operating facilities (excluding H. L. Green's Canadian subsidiaries) totaled \$65,860,260 (after reduction for depreciation reserves of \$56,027,686).

Provision for depreciation and amortization reflected in our 1960 earnings statement amounted to

\$4,345,584. (On a full-year basis, total depreciation taken by the operating entities was about \$6,400,000.)

Cash and other current assets reflected on the December 31, 1960, consolidated balance sheet amounted to \$108,696,598. Current liabilities were \$45,359,134. The working capital (excess of current assets over current liabilities) balance was \$63,337,464 for a ratio of 2.4 to 1.

On January 31, 1961, an arrangement providing for the sale of customers' installment accounts on a continuing basis was made by McCrory with a group of banks located in the Otasco trading area. Thus, the corporation has the immediate use of 85 per cent of the amounts generated by credit sales which formerly took up to three years to collect. (The sale of these accounts is not reflected in the December 31, 1960, balance sheet.)

That portion of the long-term debt shown as 5.235 per cent subordinated notes amounting to \$17,862,845 is payable in annual installments commencing February 16, 1962, over a ten-year period and arose out of the purchase of the Oklahoma Tire & Supply Company stock.

The shareholders' equity on December 31, 1960, amounted to \$100,992,762. If this amount is reduced by the par value of the preferred and preference classes of stock, the balance equals \$79,658,562 or \$15.25 per share of common stock.

The classes of preferred stock, preference stock and common shares outstanding are described in the accompanying balance sheet.

No meaningful comparison with previous results of operations or financial condition has been reported since McCrory Corporation commenced as a legal entity on July 16, 1960, and included in its ownership companies acquired at different times during the balance of the year.

(left) Open-face fixtures permit maximum display of goods in existing floor space.



(right) Panoramic view of ultra-modern McCrory unit shows easy accessibility of merchandise for self-service.



(left) Soft goods have been slated for key role in company's new merchandising program.

(right) Enthusiastic shoppers crowd new store opening.



McCrory-McLellan Stores Division

The 445 stores of the original McCrory and McLellan chains service 36 states from Maine to Arizona and Minnesota to Florida, as well as the District of Columbia. A total of 10 new stores were opened in 1960. Implementing the company's far-reaching expansion program, management has 40 new store locations planned and expects to open 30 new stores in 1961. A few of the smaller, unprofitable units are being closed.

Management is carefully studying the profit potential of each unit and the particular needs of the community it serves. In place of the stereotyped store featuring stock merchandise, we plan to service each outlet with an inventory tailored to the specific buying preferences of the area. Our New Stores Division has been applying a variety of merchandising techniques in some of the new units opened in 1960. Other strategies are currently being tested in four stores selected for the application of new sales and merchandising methods.

*(left) McCrory unit
in shopping center has
brick and glass facade
for ultra-modern look.*

*(right) McLellan's
newest store features
picture windows
for interior view.*



Oklahoma Tire & Supply Division

The Oklahoma Tire & Supply Division operates 87 company-owned home-auto supply stores, and has franchise agreements with 174 associated stores, all in Oklahoma, Arkansas, Kansas, Missouri and Louisiana. Under its program of expansion, Otasco added 10 company and 15 associate stores during 1960. Supported by a strong advertising and promotion program, Otasco has built an enviable reputation as a progressive, community-minded company.

Otasco's success has posed the inevitable problem of growth: the need for both additional capital and management talent. By joining McCrory Corp., Otasco now has available the funds necessary for continued expansion. To facilitate this expansion program, it is placing particular emphasis on the development of managers, assistant managers and supervisors to assume responsibility for new units and operating functions in the chain.

The company sells more than 6,500 different items, including major home appliances, housewares, hardware, sporting goods, lawn and garden supplies. Home appliance sales, which the firm plans to expand further, now account for 30 per cent of volume.



Oklahoma Tire & Supply store features a complete line of auto accessories, garden supplies, home appliances and toys.



Exterior provides open view of merchandise in modern architectural motif.

National Shirt Shops Division

National Shirt Shops, America's leading men's furnishers, is a national organization with 148 stores located in 103 communities in 27 states. The stores are grouped in the country's great population concentrations, particularly in California, Florida, and along the eastern seaboard, where business stability is assured by industrial and commercial diversity.

Continuing its expansion program, which saw nine new stores added in 1960, the company plans to open 11 new units in 1961. Most of the new stores—a total of 48 since 1955—have been located in suburban shopping centers. The development and expansion of National Shirt Shops in suburban shopping centers across the country will be enhanced by its position as the only national men's furnishings chain in the U. S.

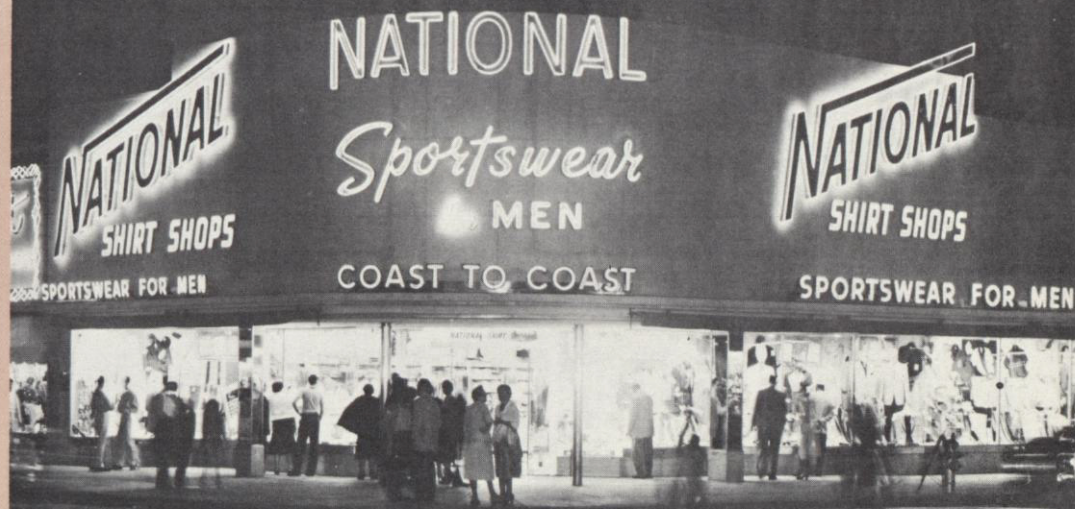
The company has been continuously expanding its clothing lines. It now sells all types of men's wear as well as boys' clothing. Another important feature, in view of the growing importance of leisure activities, is its large selection of sportswear.

National Shirt Shops, celebrating its 50th anniversary in October, has always been the pacesetter in its field. It was the first men's furnishings company to initiate self-service. Recently, it successfully introduced credit sales. Assisted by the broad financial backing of McCrory Corp., National Shirt Shops will show continued growth characterized by additional new shopping center locations and broadened clothing lines.



National Shirt Shops interior has wide aisles and open-top displays for self-selling.

Show windows strikingly display men's and boys' wear at popular prices.



McCRO

680 Stores Throughout

McCRORY-McLELLAN STORES

ALABAMA

Bessemer
Florence
Gadsden
Huntsville (2)
Sheffield

ARIZONA

Flagstaff
Tucson (4)

ARKANSAS

Eldorado
Fort Smith
Jonesboro
Little Rock

CONNECTICUT

Bristol
Danbury
South Norwalk
West Hartford
Westport

DELAWARE

Dover
East Dover

DIST. OF COL.

Washington

FLORIDA

Arcadia
Bartow
Clearwater
Daytona Beach (2)
Deland
Ft. Lauderdale
Fort Myers (2)
Fort Pierce
Gainesville
Hialeah
Homestead
Jacksonville
Key West
Kissimmee
Lake City
Lakeland
Leesburg
Live Oak
Melbourne
Miami
Miami Beach
New Smyrna
Ocala
Orlando (3)
Palatka
Panama City
Plant City
Punta Gorda
Quincy
Sanford
Sarasota
St. Augustine
St. Petersburg (3)
Tallahassee
Titusville
Wauchula
West Palm Beach

Winter Garden
Winter Haven

GEORGIA

Americus
Athens
Atlanta
Augusta
Bainbridge
Columbus
Cordele (2)
Dalton
Dublin
East Point
Fitzgerald
Gainesville
Griffin
La Grange
Marietta
Moultrie
Rome
Savannah
Statesboro
Thomasville
Thompson
Tifton
Valdosta
Waycross

ILLINOIS

Bloomington
Galesburg
Kankakee
Kewanee
La Salle
Melrose Park
Ottawa
Pekin

INDIANA

Anderson
Elkhart
Huntington
Indianapolis
Kokomo
Lafayette
La Porte
Mishawaka
Richmond

IOWA

Albia
Cedar Rapids
Centerville
Clinton
Creston
Fort Dodge
Mason City
Shenandoah
Washington
Waterloo

KANSAS

Arkansas City
Dodge City
Eldorado
Emporia
Hiawatha
Kansas City
Topeka
Winfield

KENTUCKY

Lexington
Louisville

LOUISIANA

Baton Rouge
Lafayette
New Orleans (2)

MAINE

Augusta
Belfast
Sanford
Skowhegan
Waterville
Westbrook

MARYLAND

Baltimore (2)
Cambridge
Crisfield
Cumberland
Easton
Frederick
Hagerstown
Salisbury

MASSACHUSETTS

Amherst
Boston
Canton
Charlestown
Dedham
Fall River
Greenfield
Hyannis
Hyde Park
Lynn
Milford
Norfolk Downs
Norwood
Plymouth
Southbridge
Wareham
Whitinsville
Winchendon

MICHIGAN

Adrian
Albion
Alpena
Battle Creek
Benton Harbor
Grand Haven
Greenville
Holland
Ionia
Ironwood
Jackson
Lapeer
Niles
Petoskey
Sturgis
Traverse City
Ypsilanti

MINNESOTA

St. Paul
Virginia

MISSISSIPPI

Columbia
Columbus
Greenville
Greenwood
Gulfport
Jackson
Laurel
McComb
Natchez
Pascagoula
Yazoo City

MISSOURI

Kirksville
St. Louis

NEW HAMPSHIRE

Milford

NEW JERSEY

Atlantic City
Burlington
Camden
Clifton
Jersey City
Newark
Orange
Passaic
Perth Amboy
Rahway
Union

NEW MEXICO

Albuquerque (4)
Farmington
Hobbs

NEW YORK

Amityville
Bay Shore, L. I.
Brooklyn
Farmingdale
Flushing, L. I.
Glen Cove
Gloversville
Johnson City
Long Beach
Long Island City
New York City (2)
Rego Park
Patchogue
Riverhead
Syracuse

NORTH CAROLINA

Albemarle
Burlington
Charlotte
Concord
Dunn
Elizabeth City
Fayetteville
Fort Bragg
Goldsboro
Greenville
Hendersonville
Hickory
High Point

Kinston
Lexington
Mt. Airy
New Bern
Raleigh
Roanoke Rapids
Rocky Mount
Salisbury
Tarboro
Thomasville
Washington
Wilmington
Wilson

OHIO

Canton
Dayton
Delaware
East Liverpool
Hamilton
Kent
Springfield
Steubenville
Youngstown

OKLAHOMA

Ada
Altus
Chickasha
Claremore
Clinton
Drumright
Duncan
Elk City
El Reno
Holdenville
Lawton
Nowata
Perry
Pryor Creek
Stillwater
Sulphur
Vinita

PENNSYLVANIA

Allentown
Altoona
Barnesboro
Bethlehem
Bradford
Bristol
Brookville
Cannonsburg
Carlisle
Carnegie
Chambersburg
Charleroi
Chester
Clearfield
Connellsville
Cresson
Donora
Du Bois
Ebensburg
Edwardsville
Emporium
Fairless Hills
Franklin
Greensburg
Hanover

*Number in parentheses after city indicates multiple locations in each city

Hazleton
 Homestead
 Huntingdon
 Indiana
 Johnstown
 Kane (2)
 Lancaster
 Lebanon
 Lewistown
 Monongahela
 Mt. Pleasant
 Muhlenberg
 Patton
 Philadelphia (2)
 Phillipsburg
 Pittsburgh (2)
 Portage
 Pottstown
 Punxsutawney
 Reading
 Reynoldsville
 Scottsdale
 Shavertown
 Somerset
 Tyrone
 Vandergrift
 Waynesboro
 Waynesburg
 Windber
 Wyoming
 York (3)

RHODE ISLAND
 Bristol
 Providence
 Westerly

SOUTH CAROLINA
 Abbeville
 Aiken
 Anderson
 Chester
 Columbia
 Darlington
 Florence
 Gaffney
 Greenwood (2)
 Greer
 Newberry
 Orangeburg
 Rock Hill
 Spartanburg
 Sumter
 Union

TENNESSEE
 Bristol
 Chattanooga
 Clarksville
 Columbia
 Jackson
 Johnson City
 Kingsport
 Knoxville
 Memphis
 Morristown
 Murfreesboro (2)
 Nashville
 Oak Ridge
 Whitehaven

TEXAS
 Abilene
 Big Spring
 Borger
 Corsicana
 Dallas
 Denton
 Fort Worth (2)
 Galveston
 Greenville
 Harlingen
 Laredo
 Marshall
 McAllen (2)
 Nacogdoches
 Palestine
 Pampa
 Paris
 Perryton
 Port Arthur
 San Angelo
 San Antonio
 Sherman
 Taylor
 Temple
 Terrell
 Waco
 Wichita Falls

VERMONT
 Montpelier
 St. Johnsbury

VIRGINIA
 Arlington
 Cape Charles
 Charlottesville
 Front Royal
 Harrisonburg
 Petersburg
 Pulaski
 Roanoke
 Staunton
 Suffolk
 Winchester

WEST VIRGINIA
 Charleston
 Clarksburg
 Fairmount
 Grafton
 Huntington
 Mannington
 Martinsburg
 Morgantown
 New Martinsville
 Parkersburg
 Wheeling

WISCONSIN
 Antigo
 Beloit
 La Crosse
 Marinette
 Marshfield
 Merrill
 Monroe
 Oconomowoc
 Platteville
 Stevens Point
 Sturgeon Bay

**OKLAHOMA TIRE
 & SUPPLY STORES**

ARKANSAS
 Blytheville
 Camden
 Crossett
 Fayetteville
 Ft. Smith
 Hot Springs (2)
 Jacksonville
 Jonesboro
 Little Rock (3)
 Malvern
 N. Little Rock (2)
 Paragould
 Pine Bluff

KANSAS
 Arkansas City
 Hutchinson
 Liberal
 Wellington
 Wichita (8)

MISSOURI
 Carthage
 Joplin (2)
 Poplar Bluff
 Springfield (3)

OKLAHOMA
 Ada
 Bartlesville (2)
 Blackwell
 Chickasha
 Claremore
 Cushing
 Duncan
 El Reno
 Enid (2)
 Henryetta
 Lawton
 Miami
 Midwest City (2)
 Muskogee (2)
 Norman
 Oklahoma City (14)
 Okmulgee
 Ponca City
 Sand Springs
 Sapulpa
 Shawnee
 Tulsa (12)
 Woodward

**NATIONAL
 SHIRT SHOPS**

ALABAMA
 Birmingham (2)
 Mobile
 Montgomery

ARIZONA
 Phoenix
 Tucson

ARKANSAS
 Little Rock

CALIFORNIA
 Buena Park
 Fresno
 Hollywood
 Long Beach
 Los Angeles (2)
 Oakland
 Sacramento
 San Bernardino
 San Diego (3)
 San Francisco (2)
 San Jose
 San Mateo
 Santa Monica
 Pasadena

COLORADO
 Denver (3)

DISTRICT OF COLUMBIA
 Washington (5)

FLORIDA
 Daytona Beach
 Ft. Lauderdale
 Hialeah
 Jacksonville (2)
 Key West
 Miami (6)
 Orlando
 Panama City
 Pensacola
 St. Petersburg
 Sarasota
 Tallahassee
 Tampa (3)
 W. Palm Beach

GEORGIA
 Atlanta (5)
 Columbus

INDIANA
 Indianapolis (2)

KANSAS
 Mission

KENTUCKY
 Louisville (2)
 Pleasure Ridge Park

LOUISIANA
 Baton Rouge (2)
 Metairie
 New Orleans (4)
 Shreveport

MARYLAND
 Baltimore (2)
 Cumberland
 Hyattsville
 Wheaton

MASSACHUSETTS
 Boston
 Peabody

MISSISSIPPI
 Jackson

MISSOURI
 Jennings
 Joplin
 Kansas City (4)
 Maplewood
 St. Louis (5)
 Springfield

NEBRASKA
 Omaha

NEW JERSEY
 Newark
 Paramus
 Paterson

NEW MEXICO
 Albuquerque

NEW YORK
 Buffalo
 Hicksville
 Latham
 New York
 Valley Stream
 West Seneca

NORTH CAROLINA
 Asheville
 Charlotte
 Greensboro

OHIO
 Cincinnati (2)
 Cleveland
 Columbus

OREGON
 Portland (2)

SOUTH CAROLINA
 Charleston
 Columbia

TENNESSEE
 Chattanooga
 Knoxville
 Madison
 Memphis (3)
 Nashville
 Oak Ridge

TEXAS
 Amarillo
 Beaumont
 Corpus Christi
 Dallas (5)
 Ft. Worth
 Houston (2)
 Lubbock
 Mesquite
 San Antonio (4)
 Waco

UTAH
 Salt Lake City

VIRGINIA
 Norfolk
 Richmond (2)

Consolidated Balance Sheet

DECEMBER 31, 1960 (NOTE 1)

M^cCRORY

ASSETS

CURRENT ASSETS:

Cash		\$ 29,562,854
Accounts Receivable—		
Customers' accounts (Note 3)	\$ 9,445,102	
Other	<u>1,626,098</u>	11,071,200
Merchandise inventories (Note 4)		64,531,768
Prepaid rents, insurance, taxes, store supplies, etc.		<u>3,530,776</u>
Total current assets (Note 5)		<u>\$108,696,598</u>

STORE PROPERTIES OF H. L. GREEN CANADIAN SUBSIDIARIES, contracted on
March 2, 1961 to be sold for cash (Note 5)

8,672,327

FIXED ASSETS, at cost (excluding properties of H. L. Green Canadian subsidiaries):

Store properties and warehouses	\$ 10,874,038	
Furniture, fixtures and equipment	64,209,437	
Improvements to leased property	<u>46,804,471</u>	
	\$121,887,946	
Less—Reserves for depreciation and amortization	<u>56,027,686</u>	65,860,260

OTHER ASSETS:

Unamortized debenture discount (Note 3)	\$ 4,395,078	
Goodwill, less amortization of \$125,000 (Note 3)	1,227,627	
Receivable due in installments to 1965 (Note 11)	<u>1,040,000</u>	6,662,705
		<u>\$189,891,890</u>

The accompanying notes to consolidated financial statements

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

Notes payable to banks	\$ 6,400,000
Current maturities of long-term debt (Note 3)	5,606,245
Accounts payable	16,741,988
Accrued expenses and sundry liabilities	11,720,980
Accrued Federal and Canadian taxes on income	4,889,921
Total current liabilities (Note 5)	<u>\$ 45,359,134</u>

LONG-TERM DEBT, less current maturities:

5.235% subordinated notes (Notes 3 and 6)	\$ 17,862,845	
3% unsecured notes due in installments to 1965	675,505	
3½% to 4% mortgage loans	515,000	19,053,350
		<u>19,053,350</u>

DEFERRED ITEMS:

Deferred Federal and Canadian taxes on income	\$ 744,618	
Other	848,077	1,592,695
		<u>1,592,695</u>

MINORITY INTEREST IN H. L. GREEN COMPANY, INC.	22,893,949
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SHAREHOLDERS' EQUITY (Notes 1, 2, 7 and 9):

Preferred stock, cumulative, \$100 par value, series issue, authorized 79,679 shares—3½% series, cumulative convertible, 59,679 shares authorized and outstanding	\$ 5,967,900	
\$6 cumulative convertible preference stock, \$100 par value—95,695 shares authorized and outstanding	9,569,500	
Preference B stock, \$100 par value, series issue, authorized 250,000 shares—5½% series, cumulative (subordinated and convertible) authorized 58,500 shares, issued 57,968 shares	5,796,800	
Common stock, \$.50 par value—Authorized 10,824,626 shares, issued 5,388,633 shares	2,694,317	
Capital surplus	20,850,557	
Earned surplus (Note 7)	58,282,109	
	<u>\$103,161,183</u>	
Less—165,574 shares of treasury stock, at cost	2,168,421	100,992,762
		<u>\$189,891,890</u>

are an integral part of the above balance sheet.

Statement of Consolidated Net Income (NOTE 1)

FOR THE YEAR ENDED DECEMBER 31, 1960

McCRORY

NET SALES—merchandise, restaurant and concession		\$232,037,405
COST OF GOODS SOLD, SELLING, OPERATING AND ADMINISTRATIVE EXPENSES, including depreciation and amortization of \$4,345,584		<u>222,681,468</u>
Operating profit		\$ 9,355,937
OTHER EXPENSE (net):		
Interest expense	\$832,561	
Less—investment income and miscellaneous net income	<u>729,847</u>	<u>102,714</u>
Profit before provision for income tax		\$ 9,253,223
PROVISION FOR FEDERAL AND CANADIAN INCOME TAXES		<u>4,654,710</u>
Net income before elimination of minority stockholders' equity in earnings of H. L. Green Company, Inc.		\$ 4,598,513
MINORITY STOCKHOLDERS' EQUITY IN EARNINGS OF H. L. GREEN COMPANY, INC.		<u>712,481</u>
Net income applicable to shareholders of McCrory Corporation (Note 1)		<u>\$ 3,886,032</u>
SPECIAL ITEMS:		
Net gain on February 11, 1960 sale of assets of B.T.L. Corporation, not subject to Federal income tax (Note 10)		\$ 15,910,129
Expenses incident to mergers of B.T.L. Corporation, United Stores Corporation and National Shirt Shops of Delaware, Inc. (Notes 1 and 2)		<u>(669,512)</u>
Total special items		<u>\$ 15,240,617</u>
Net income and special items		<u><u>\$ 19,126,649</u></u>

The accompanying notes to consolidated financial statements are an integral part of the above statement.

Statements of Consolidated Surplus

FOR THE YEAR ENDED DECEMBER 31, 1960

CORPORATION and Subsidiary Companies

	<u>Earned Surplus</u>	<u>Capital Surplus</u>
BALANCE, BEGINNING OF PERIOD:		
McCrory Corporation, December 31, 1959	\$43,993,290	\$12,075,463
B.T.L. Corporation, January 31, 1960	16,821,578	393,575
United Stores Corporation and subsidiary, December 31, 1959	136,994	1,793,703
National Shirt Shops of Delaware, Inc., August 31, 1959, less \$90,000 dividends paid during four months ended De- cember 31, 1959	7,707,338	—
ADD (DEDUCT):		
Transactions incident to the "pooling" of predecessor com- panies with the Company (Note 2)—		
Cancellation of constituent company intercompany in- vestments and retirement of treasury stock of merged companies	(16,697,938)	(5,546,139)
Issuance of McCrory Corporation stock for constituent companies' stock	(8,684,745)	11,721,891
Balance, beginning of period—adjusted	<u>\$43,276,517</u>	<u>\$20,438,493</u>
Net income and special items for the year ended December 31, 1960 (Note 1)	19,126,649	—
Net income of National Shirt Shops of Delaware, Inc. for the four months ended December 31, 1960 (Note 1)	524,646	—
Dividends paid during the year:		
McCrory Corporation—common (\$.80 per share), after eliminating intercompany dividends (\$2,920,495)	(2,920,495)	
B.T.L. Corporation—common (\$.45 per share)	(424,624)	
National Shirt Shops of Delaware, Inc.—common (\$.90 per share) after eliminating intercompany dividends	(348,277)	
3½% series, cumulative convertible preferred stock (\$3.50 per share)	(208,789)	
\$6 cumulative convertible preference (\$6.00 per share)	(641,190)	(4,543,375)
Excess of equity in underlying net assets of H. L. Green Com- pany, Inc. over the cost of the investment therein	—	405,351
Excess of cost of 100,000 shares of treasury stock over proceeds from sale thereof (Note 11)	(69,238)	—
Excess of cost of 3,000 shares of treasury stock issued under stock option plan over option price (Note 9)	(17,290)	—
Other—net	(15,800)	6,713
BALANCE, December 31, 1960 (Note 7)	<u>\$58,282,109</u>	<u>\$20,850,557</u>

The accompanying notes to consolidated financial statements are an integral part of the above statements.

ARTHUR ANDERSEN & Co.

80 PINE STREET
NEW YORK 5

To the Board of Directors of
McCrory Corporation:

We have examined the consolidated balance sheet of McCrory Corporation (a Delaware corporation) and subsidiary companies as of December 31, 1960, and the related statements of consolidated net income and consolidated surplus for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records of the Company and its subsidiaries and such other auditing procedures as we considered necessary in the circumstances. We did not examine the Oklahoma Tire and Supply Company financial statements for the three months ended December 30, 1960 (date of its merger into McCrory Corporation) which are included in the McCrory Corporation consolidated financial statements, but we were furnished with reports of other independent public accountants thereon.

In our opinion, based upon our examination and upon the reports of other independent public accountants referred to above, the accompanying consolidated balance sheet and the related statements of consolidated net income and consolidated surplus present fairly the financial position of McCrory Corporation and subsidiary companies as of December 31, 1960, and the results of their operations for the year then ended, and were prepared in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

New York, N. Y.,
March 23, 1961.

Arthur Andersen & Co.

Notes to Consolidated Financial Statements DECEMBER 31, 1960

(1) Principles of consolidation:

The accompanying consolidated financial statements as of December 31, 1960 include all wholly-owned subsidiaries, as well as the several businesses formerly operated as B.T.L. Corporation, United Stores Corporation, National Shirt Shops of Delaware, Inc. and Oklahoma Tire and Supply Company, all merged into the Company during the year. In addition, the accounts reflect the consolidation of H. L. Green Company, Inc. which became a majority owned company early in November, 1960.

The results of operations for the year ended December 31, 1960 exclude those of B.T.L. Corporation for the period prior to February 11, 1960, date of sale of all its operating assets to City Products Corporation (see note 10). Income and costs and expenses of the merged, acquired and majority owned companies are included in the accompanying statement of consolidated net income as follows:

B.T.L. Corporation	—February 12 through July 16, 1960 (date of merger)
United Stores Corporation	—January 1 through July 16, 1960 (date of merger)
National Shirt Shops of Delaware, Inc.	—Fiscal year ended August 31, 1960 (net income of \$524,646 for the four months ended December 31, 1960 was credited directly to earned surplus)
Oklahoma Tire and Supply Company	—October 1, 1960 (effective date of acquisition as recognized for accounting purposes) through December 31, 1960
H. L. Green Company, Inc.	—November 1, 1960 (approximate date of acquisition of majority control) through December 31, 1960

Net income included in the statement of consolidated net income for Oklahoma and Green amounted to \$1,280,000, com-

pared with \$2,070,000 total net income of Oklahoma for the calendar year 1960 plus Green for its fiscal year ended January 31, 1961.

(2) Transactions incident to the "pooling" of merged companies:

On July 16, 1960, United Stores Corporation, owner of 39% of the outstanding common stock of the Surviving Corporation, and B.T.L. Corporation, owner of 77% of the outstanding common stock and 44% of the outstanding second preferred stock of United Stores Corporation, were merged into McCrory-McLellan Stores Corporation, and the name of the Surviving Corporation was changed to McCrory Corporation. This merger has been treated for accounting purposes as a "pooling of interests," and, on the merger date, the assets and liabilities of B.T.L. and United (including its wholly-owned subsidiary, Cassels United Stores, Inc.) were recorded on the books of McCrory at the amounts at which they were carried on the respective books of B.T.L. and United, immediately prior to their merger, except that shares of stock of United owned by B.T.L., shares of stock of McCrory owned by United and the treasury shares of B.T.L. and United have been cancelled. On December 20, 1960, National Shirt Shops of Delaware, Inc. was merged into McCrory. This merger has also been treated for accounting purposes as a "pooling of interests" in the same manner as described above.

The balances in the respective surplus accounts of the merged companies were "pooled" with the surplus of the Surviving Corporation, with the following adjustments:

	(DEBIT)	CREDIT
	<u>Earned Surplus</u>	<u>Capital Surplus</u>
Cancellation of intercompany investment and treasury stock:		
Excess of cost of United investment in 1,305,021 shares of McCrory Common Stock (cancelled) over the par value thereof	(\$ 4,076,192)	(\$ 4,679,898)

	(DEBIT) CREDIT	
	<u>Earned Surplus</u>	<u>Capital Surplus</u>
Excess of cost of B.T.L. investment in 394,795 shares of United Common Stock and 495,195 shares of United \$4.20 Second Preferred Stock over the par value thereof	(\$ 6,655,774)	(\$ 789,508)
Excess of cost of 224,217 shares of B.T.L. treasury stock over the par value thereof	(4,085,257)	(76,733)
Excess of cost of McCrory investment in 127,956 shares of National Common Stock over the par value thereof (1,880,715)	—	—
	<u>(\$16,697,938)</u>	<u>(\$ 5,546,139)</u>
Issuance of McCrory Corporation Stock in exchange for merged companies' stock:		
Excess of par value of outstanding B.T.L. Common Stock over the par value of 2,828,160 shares of McCrory Common Stock issued (3 for 1) in exchange therefor \$ —		\$12,726,720
Excess of par value (\$100) of 95,695 shares of McCrory \$6 Cumulative Convertible Preference Stock issued (1 for 1) in exchange for United \$6 Cumulative Convertible Preferred Stock over the stated value (\$25) thereof	(3,209,989)	(3,967,136)
Excess of par value of remaining shares of United Common Stock (other than 473 treasury shares and 394,795 shares owned by B.T.L.,		

	(DEBIT) CREDIT	
	<u>Earned Surplus</u>	<u>Capital Surplus</u>
which were cancelled) over the par value of 25,315 shares of McCrory Common Stock issued (3 for 14) in exchange therefor	\$ —	\$ 46,412
Excess of par value of remaining shares of United \$4.20 Second Preferred Stock (other than 327 treasury shares and 495,195 shares owned by B.T.L., which were cancelled) over the par value of 472,855 shares of the McCrory Common Stock issued (3 for 4) in exchange therefor	—	2,915,895
Excess of par value (\$100) of 57,968 shares of McCrory 5½% Cumulative Preference B Stock issued (18 for 100) in exchange for the remaining shares of National Common Stock over the par value (\$1) thereof	(5,474,756)	—
	<u>(\$ 8,684,745)</u>	<u>\$11,721,891</u>

(3) Acquisition of Oklahoma Tire and Supply Company:

McCrory acquired, effective October 1, 1960, the outstanding capital stock of Oklahoma Tire and Supply Company (Oklahoma); Oklahoma's income for the three months ended December 31, 1960 is included in the accompanying statement of consolidated net income. The total consideration of \$5,350,000 in cash (including acquisition costs) plus \$22,825,000 face amount of subordinated notes was \$11,600,000 greater than the recorded book value of the underlying net assets, less related liabilities, of Oklahoma; this excess purchase cost, in the opinion of Company's management and independent advisors, represented debenture discount in the amount of \$4,430,000 appraisal appreciation associated with other depreciable assets in the amount of \$6,060,000 and goodwill of \$1,110,000 (being

amortized over a 20-year period). With respect to the aforementioned \$22,824,746 of 5.235% subordinated notes, \$4,961,901 became due on February 1, 1961 and \$17,862,845 is payable in ten equal annual installments commencing on February 15, 1962.

On December 30, 1960, Oklahoma was liquidated into McCrory and dissolved as of that date.

On January 31, 1961, McCrory entered into an agreement of sale of the time payment accounts receivable of the Oklahoma Tire and Supply Division. The initial proceeds from the sale of these receivables amounted to approximately \$7,000,000.

(4) Merchandise inventories:

Merchandise inventories in the stores, exclusive of merchandise-in-transit priced at invoice cost, are priced at the lower of cost or market, based upon the retail method of inventory valuation. The remaining portion of merchandise inventories represents restaurant and warehouse inventories, priced at cost.

(5) Store properties of H. L. Green Canadian subsidiaries contracted on March 2, 1961 to be sold for cash:

Pursuant to an agreement dated March 2, 1961, all the store properties and related operating assets of the H. L. Green Canadian subsidiaries are to be sold for \$14,500,000 in cash, subject to (a) approval by holders of 2/3rds of the Green common stock and (b) the purchaser's option to terminate the agreement if the transaction is not closed prior to May 31, 1961. The store properties and related operating assets (less liabilities to be assumed by purchaser) subject to the sale agreement are included in the accompanying financial statements as follows:

Current assets	\$ 4,000,000
Current liabilities	(700,000)
Store properties (net)	8,700,000
	<hr/>
	\$12,000,000
	<hr/>

The terms of this sale will result in a profit to the Canadian subsidiaries of approximately \$2,500,000, after Canadian taxes. The aforementioned sale proceeds added to approximately \$3,500,000 in funds to be retained by the H. L. Green Canadian subsidiaries will result in total cash funds of approximately

\$18,000,000 held by these Canadian companies. The accounts of H. L. Green which have been consolidated in the accompanying financial statements reflect no provision for United States or Canadian taxes which might be incurred, under the present tax laws, if the accumulated surplus of these Canadian subsidiaries were to be distributed to their parent. At the present time, any such distributions would, to the extent of accumulated earnings of approximately \$13,300,000, be subject to the 15% Canadian withholding tax. The amount of any U. S. income tax which might become payable in the event of such distribution is not presently determinable. As an alternative to such distribution, the Green management is considering various plans for the possible investment of the assets retained by their Canadian subsidiaries.

On October 25, 1960, an explosion occurred in leased premises in Windsor, Ontario, Canada, in which an H. L. Green Canadian subsidiary operated a retail store. A number of claims have been received by that subsidiary as a result of property damage, loss of life and injuries to customers and employees. In the opinion of management and legal counsel, no liability is attached to the Canadian subsidiary as a result of the explosion. This contingent liability, if any, will not be assumed by the purchaser of the Canadian store properties.

(6) Working capital requirements:

The restrictive covenants of the Indenture dated as of September 29, 1960 covering the 5.235% subordinated notes provide, among other matters, that the Company maintain minimum consolidated working capital, exclusive of the notes, at least equal to the unpaid principal amount of the notes outstanding, \$22,825,000. In addition, consolidated current assets are required to be at least 175% of consolidated current liabilities, exclusive of the notes and interest thereon. Under such provisions, at December 31, 1960, the Company was required to maintain consolidated current assets of not less than \$70,200,000. The consolidated working capital (as defined) and consolidated current assets amounted to \$68,300,000 and \$108,700,000, respectively, at December 31, 1960.

(7) Preferred and Preference Stock:

The 3½% Series, Cumulative Convertible Preferred Stock is redeemable at the option of the Company, in whole or in part, at \$104 per share, plus accrued dividends to date of redemption. There are 298,395 shares of Common Stock reserved for con-

version of this Preferred Stock at the rate of five shares of Common Stock for each share of Preferred. Pursuant to certain restrictions in connection with the authorization of Preferred Stock, Capital and Earned Surplus as at December 31, 1960 in the approximate amount of \$29,800,000 (including \$2,168,421 restricted as the result of purchases of treasury stock) are restricted as to future payments of dividends on the Common Stock or purchase or redemption of shares of its stock.

The \$6 Cumulative Convertible Preference Stock is redeemable at the option of the Company, in whole or in part, at \$115 per share, plus accrued dividends to date of redemption. There are 20,507 shares of Common Stock reserved for conversion of this Preference Stock at the rate of three shares of Common Stock for each fourteen shares of Preference Stock.

The 5% Cumulative Preference B Stock is redeemable at the option of the Company, in whole or in part, at \$100 per share, plus accrued dividends to date of redemption. At December 31, 1960, there were 386,454 shares of Common Stock reserved for conversion of this Preference Stock at the applicable 1961 rate of twenty shares of Common Stock for each three shares of Preference Stock.

(8) Minimum annual rentals:

At December 31, 1960, the minimum annual rentals upon property leased to the Company and its subsidiaries under leases expiring after December 31, 1963 amounted to approximately \$13,800,000, plus, in certain instances, real estate taxes, insurance, etc.

(9) Stock Option and Employees' Stock Purchase Plans:

Restricted stock option plans adopted during the year permit the grant to key employees and officers of the Company of options to purchase 725,000 shares of common stock at 95% of the fair market value on the dates of grant.

Options granted are for a period of five years terminating on the thirtieth day after the fifth anniversary date of the grants. Options become exercisable to the extent of 20% each year on and after the anniversary dates of the grants. Options may not be sold, transferred, assigned, pledged or disposed of by the optionee except by will or laws of inheritance. In the event of termination of employment by resignation or death, all options will expire within varying periods up to six months from

such termination. A summary of shares subject to option during the year 1960 is shown below:

<i>Option Price Per Share</i>	<i>Date Granted</i>	<i>Number of Shares</i>
\$ 7.87 $\frac{2}{3}$	1956	6,000
11.88	1960	50,000
11.91 $\frac{1}{3}$	1960	153,000
12.12	1960	5,000
12.24	1960	30,000
12.35	1960	170,500
12.39	1960	40,500
13.19	1960	54,000
14.13 $\frac{1}{3}$	1960	30,000
		<hr/> 539,000
Deduct options exercised during the year		3,000
Balance, December 31, 1960		<hr/> <hr/> 536,000

At December 31, 1960, 192,000 shares remained available for future option grants under the Plans.

A Key Employees' Stock Purchase Plan and an Employees' Stock Purchase Plan adopted during 1960 permit the grant of rights to purchase a total of 115,000 shares of common stock at 85% of the fair market value thereof on the dates of grant. No options have been granted at December 31, 1960 under these Plans.

(10) February 11, 1960 sale of Butler Brothers assets:

On February 11, 1960, all of the assets of Butler Brothers were sold for the sum of \$49,123,612 (as adjusted) and the assumption by the buyer (City Products Corporation) of all of the liabilities of Butler Brothers known or unknown. The Company remains contingently liable for the Butler Brothers liabilities assumed by City Products Corporation, including liability for rentals aggregating approximately \$68,600,000 at December 31, 1959 under long-term leases expiring 1960-1996 transferred to the purchaser, but has received from the purchaser a valid and enforceable agreement of assumption of liabilities and indemnification in form satisfactory to counsel for the Company. Concurrent with the sale of its assets, Butler Brothers' name was changed to B.T.L. Corporation.

It is estimated that the maximum Federal and state income tax liability arising out of the sale will not exceed \$4,000,000; however, it is the opinion of Hanigsberg & Delson, independent tax advisers for the Company, based on the fact that one of the assets sold was goodwill (the tax basis of which may be the value of such goodwill on March 1, 1913, under Section 1053 of the United States Internal Revenue Code of 1954) that a substantial part, or all, of the excess of the sale price over the aggregate of the net book value of the assets sold and direct expenses of sale will not constitute gain subject to income tax, and therefore no provision has been made in the accompanying statement of combined earned surplus for income tax on the sale.

(11) Sale of treasury stock:

During the year, 100,000 shares of treasury stock were sold in a private placement at the then market price (\$1,170,000) resulting in a loss of \$69,238, including transfer taxes. Installment notes maturing 1961-1965 with interest at 6% per annum were accepted in payment thereof.

(12) Proposed merger of H. L. Green Company, Inc. into McCrory Corporation:

The Board of Directors of H. L. Green Company, Inc. and of McCrory Corporation have approved, in principle, a merger of H. L. Green into McCrory Corporation. Upon completion of a

merger agreement, special meetings of stockholders will be called for the purpose of considering and approving the proposed merger, concerning which full details will be furnished in a proxy statement relating to solicitation of proxies for such special meetings.

(13) Investment in Lerner Stores Corporation:

On March 7, 1961, the Company purchased 197,670 shares of the 1,242,300 outstanding shares of Common Stock of Lerner Stores Corporation, a women's and children's apparel chain. This acquisition includes 87,670 shares acquired in exchange for McCrory 5½% subordinated debentures and warrants. The debentures are to be payable within 15 years and are to be issued at the rate of \$40 face amount for each share of Lerner Common Stock. This exchange also gave for each share of Lerner stock warrants to buy 1½ shares of McCrory at \$20 per share during a period of 15 years.

The remaining 110,000 shares of Lerner Common Stock were acquired for cash at a price of approximately \$33 per share.

Under the above purchase contracts, the Company agreed to offer to the other Lerner common shareholders as of March 7, 1961, the opportunity to tender their shares of Lerner Common Stock to McCrory Corporation either on the basis of \$33 for each share of Lerner or in exchange for subordinated debentures and warrants, after proper registration.

McCRODY CORPORATION ANNUAL REPORT 1960
